



PUBLIC NOTICE

FEDERAL COMMUNICATIONS COMMISSION
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ALLTEL CORPORATION AND ATLANTIS HOLDINGS LLC SEEK FCC CONSENT TO TRANSFER CONTROL OF LICENSES AND AUTHORIZATIONS

WT Docket No. 07-128

PLEADING CYCLE ESTABLISHED

Petitions to Deny Due: July 25, 2007
Oppositions Due: August 6, 2007
Replies Due: August 13, 2007

I. INTRODUCTION

ALLTEL Corporation ("ALLTEL") and Atlantis Holdings LLC ("Atlantis," and together with ALLTEL, the "Applicants") have filed a series of applications pursuant to Sections 214 and 310(d) of the Communications Act of 1934, as amended.¹ In these applications, the Applicants seek Commission approval of the transfer of control of ALLTEL's licensee subsidiaries to Atlantis. Atlantis is a holding company for certain investment funds ultimately controlled by the principals of TPG Capital, L.P. ("TPG") and The Goldman Sachs Group, Inc. ("Goldman Sachs"). The Applicants state that, because TPG and Goldman Sachs each control one of Atlantis's two managing members, TPG Atlantis V-A, L.P. and GS Capital Partners VI Parallel, L.P. (collectively, "Managing Members"), respectively, TPG and Goldman Sachs each will have negative control of Atlantis and, upon consummation of the transaction, ALLTEL. The Applicants further assert that the Managing Members, which will be responsible for the management, operation and control of the business and affairs of Atlantis, will also have negative control of ALLTEL by virtue of each company's negative control of Atlantis's board of directors. In addition to the Managing Members, other investment funds ultimately controlled by the principals of TPG and/or Goldman Sachs will hold non-controlling interests in Atlantis.² The transfer of control will take place as a result of a proposed merger whereby Atlantis Merger Sub, Inc. ("Atlantis Merger Sub"), a wholly-owned subsidiary of Atlantis, will be merged into ALLTEL. The separate corporate existence of Atlantis

¹ 47 U.S.C. §§ 214, 310(d).

² The Applicants state that, prior to the consummation of this transaction, TPG and Goldman Sachs intend to syndicate certain of their respective equity investments in Atlantis to additional limited partners or co-investors. As part of this syndication, TPG and Goldman Sachs state that they may create additional investment funds and that these funds may hold a passive equity interest of 10% or greater in Atlantis. The applicants will file an updated FCC Form 602 at the time of consummation to report the final ownership structure of ALLTEL.

Merger Sub will cease, and ALLTEL will continue as the surviving corporation and a wholly-owned subsidiary of Atlantis.

These transfer of control applications pertain to licenses for the Part 22 Cellular Radiotelephone Service, the Part 22 Paging and Radiotelephone Service, the Part 24 Personal Communications Service, the Part 27 Upper 700 MHz Guard Band Service, the Part 90 Industrial/Business Pool Service, the Part 90 Private Carrier Paging Service, the Part 90 Specialized Mobile Radio Service, the Part 101 Common Carrier Fixed Point-to-Point Microwave Service, the Part 101 Fixed Point-to-Point Microwave, Part 101 39 GHz Auctioned Service, and the Part 101 Local Multipoint Distribution Service, as well as domestic and international Section 214 authorizations.

II. SECTION 310(d) APPLICATIONS

The following applications for consent to transfer control of licenses from the existing shareholders of ALLTEL to Atlantis have been assigned the file numbers listed below.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003040113 ³	ALLTEL Communications, Inc.	KNKA257
0003040189	ALLTEL Cellular Assoc. of Arkansas L.P.	KNKA385
0003040208	ALLTEL Central Arkansas Cellular L.P.	KNKN502
0003040230	ALLTEL Communications of Arkansas RSA #12 Cellular Limited Partnership	KNKN968
0003040472	ALLTEL Communications of La Crosse Limited Partnership	KNKA734
0003040484	ALLTEL Communications of Michigan RSA #4 Inc.	KNKN771
0003040496	ALLTEL Communications of Michigan RSA #6 Cellular LP	KNKQ302
0003040826	ALLTEL Communications of Michigan RSAs, Inc.	KNKN698
0003040838	ALLTEL Communications of Mississippi RSA #2 Inc.	KNKN623
0003040852	ALLTEL Communications of Mississippi RSA #6 Inc.	KNKN559
0003040871	ALLTEL Communications of Mississippi RSA #7 Inc.	KNKN619
0003040887	ALLTEL Communications of Nebraska, Inc.	KNKA295
0003059679	ALLTEL Communications Company of New Mexico, Inc.	KNKN216
0003041171	ALLTEL Communications of North Arkansas Cellular Limited Partnership	KNKN597
0003041205	ALLTEL Communications of North Carolina Limited Partnership	KNKA291
0003041223	ALLTEL Communications of North Louisiana Cellular Limited Partnership	KNKA380
0003041349	ALLTEL Communications of Ohio No. 3, Inc.	KNKN897
0003041371	ALLTEL Communications of Pine Bluff LLC	KNKA681
0003041375	ALLTEL Communications of Saginaw MSA LP	KNKA417

³ ULS File No. 0003040113 has been designated the lead application for the wireless radio services, and all pleadings and other submissions filed in this matter that pertain generally to the transaction and not to a particular application will be available through this file number in ULS at <http://wireless.fcc.gov/uls/>.

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003041428	ALLTEL Communications of Southern Michigan Cellular LP	KNKA271
0003041443	ALLTEL Communications of Southwest Arkansas Cellular Limited Partnership	KNKA567
0003041448	ALLTEL Communications of Texas Limited Partnership	KNKA422
0003041454	ALLTEL Communications of the Southwest Limited Partnership	KNKA303
0003041469	ALLTEL Communications of Virginia No. 1, Inc.	KNKA511
0003041473	ALLTEL Communications of Virginia, Inc.	KNKA500
0003041530	ALLTEL Mobile of Louisiana, LLC	KNKA765
0003041998	ALLTEL Newco LLC	KNKA369
0003042016	ALLTEL Northern Arkansas RSA LTD Partnership	KNKQ363
0003042027	ALLTEL Ohio Limited Partnership	KNKA248
0003042047	ALLTEL Telelink, Inc.	WLT651
0003042040	ALLTEL Wireless Holding, LLC	KNKA227
0003049169	ALLTEL Wireless Holdings LLC	WPGU712
0003042077	ALLTEL Wireless of Alexandria, LLC	KNKA588
0003042085	ALLTEL Wireless of Michigan RSA #1&2, Inc.	KNKN898
0003042086	ALLTEL Wireless of Mississippi RSA #5, LLC	KNKQ448
0003042094	ALLTEL Wireless of North Louisiana, LLC	KNKN688
0003042098	ALLTEL Wireless of Wisconsin RSA #3, LLC	KNKN360
0003042103	Appleton Oshkosh Neenah MSA LP	KNKA425
0003042150	Arkansas RSA #2 (Searcy County) Cellular Limited Partnership	KNKQ404
0003042159	Cellular Mobile Systems of Michigan RSA #7 LP d/b/a ALLTEL	KNKQ319
0003042185	Celutel of Biloxi, Inc. d/b/a ALLTEL	KNKA782
0003042201	Central Florida Cellular Telephone Company, Inc.	KNKA715
0003042209	Charleston/North Charleston MSA Limited Partnership DBA ALLTEL Communications, Inc.	KNKA299
0003042219	Eau Claire Cellular Telephone Limited Partnership d/b/a ALLTEL	KNKA673
0003042249	Fayetteville MSA Limited Partnership dba ALLTEL	KNKA535
0003042271	Georgia RSA #8 Partnership dba ALLTEL	KNKN899
0003042367	Great Western Cellular Holdings, L.L.C.	WPSJ612
0003042378	ID Holding, LLC	KNKN306
0003042394	Jackson Cellular Telephone Company, Inc. d/b/a ALLTEL	KNKA799
0003042400	Las Cruces Cellular Telephone Company	KNKA605
0003042412	Michigan RSA #9 Limited Partnership d/b/a ALLTEL	KNKQ303
0003042476	Midwest Wireless Communications L.L.C.	KNKA740
0003042554	Midwest Wireless Iowa L.L.C.	KNKN314
0003042617	Midwest Wireless Wisconsin L.L.C.	KNKN396
0003042664	Minford Cellular Telephone Company	KNKQ325
0003042713	Missouri RSA #15 Limited Partnership dba ALLTEL	KNKN593
0003042850	Missouri RSA No. 2 Partnership dba ALLTEL	KNKN503

<u>File No.</u>	<u>Licensee</u>	<u>Lead Call Sign</u>
0003042920	Missouri RSA No. 4 Partnership DBA ALLTEL	KNKN694
0003042927	MVI Corp. d/b/a ALLTEL	KNLG969
0003042983	Northwest Arkansas RSA Limited Partnership d/b/a ALLTEL	KNKN580
0003043061	Ohio RSA #3 Limited Partnership d/b/a ALLTEL	KNKQ312
0003043065	Ohio RSA 2 Limited Partnership, dba ALLTEL	KNKN993
0003043066	Ohio RSA 5 Limited Partnership d/b/a ALLTEL	KNKN942
0003043067	Ohio RSA 6 Limited Partnership d/b/a ALLTEL	KNKN955
0003043081	Oklahoma RSA No. 4 South Limited Partnership d/b/a ALLTEL	KNKQ420
0003043091	Pascagoula Cellular Partnership d/b/a ALLTEL	KNKA802
0003043098	Petersburg Cellular Partnership d/b/a ALLTEL	KNKA761
0003043101	Radiofone, Inc. d/b/a ALLTEL	KNKA352
0003043103	RCTC Wholesale Corporation d/b/a ALLTEL	KNKA350
0003043106	Southern Illinois RSA Partnership d/b/a ALLTEL	KNKN506
0003043110	Switch 2000 L.L.C.	WPQR580
0003043113	Texas RSA 11B Limited Partnership DBA ALLTEL	KNKN537
0003043117	Texas RSA 7B2 Limited Partnership d/b/a ALLTEL	KNKN731
0003043124	Tucson 21 Cellular Limited Partnership	KNKR292
0003043126	Tyler/Longview/Marshall MSA Limited Partnership dba ALLTEL	KNKA520
0003043130	Virginia Cellular LLC	KNKN714
0003043133	Virginia RSA 2 Limited Partnership dba ALLTEL	KNKN912
0003043134	Western CLEC Corporation	WPLM339
0003043137	Wisconsin RSA #1 Limited Partnership d/b/a ALLTEL	KNKN507
0003043140	Wisconsin RSA #2 Limited Partnership d/b/a ALLTEL	KNKN485
0003043143	Wisconsin RSA #6 Limited Partnership d/b/a ALLTEL	KNKN541
0003043144	Wisconsin RSA #7 Limited Partnership d/b/a ALLTEL	KNKN406
0003043145	Wisconsin RSA No. 8 Limited Partnership d/b/a ALLTEL	KNKN459
0003043149	WWC Holding Co., Inc.	KNKA571
0003043152	WWC License Holding LLC	KNKP536
0003043157	WWC License L.L.C.	KNKA573
0003043158	WWC Texas RSA Limited Partnership	KNKA437
0003043161	Youngstown/Warren MSA Limited Partnership, DBA ALLTEL	KNKA281

The following applications for consent to the transfer of control of certain *de facto* transfer lease authorizations to Atlantis have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Lead Call Sign</u>
0003067950	WWC Holding Co., Inc.	WPZZ711 (L000001001)
0003067708	ALLTEL Communications, Inc.	WPWQ957 (L000001003)

The following applications for consent to the *pro forma* transfer of control of ALLTEL's minority, non-controlling general partnership interests to Atlantis have been assigned the file numbers listed below.⁴

<u>File No.</u>	<u>Authorization Holder</u>	<u>Lead Call Sign</u>
0003072445	Illinois Valley Cellular RSA 2-II Partnership	KNKN582
0003072416	RSA 1 Limited Partnership d/b/a Cellular 29 Plus	KNKN649
0003072222	Northwest Missouri Cellular Limited Partnership	KNKN816
0003072388	Pittsfield Cellular Telephone Company	KNKA691
0003072458	Wisconsin RSA No. 4 Limited Partnership	KNKN395
0003072241	Wisconsin RSA-10 Limited Partnership	KNKN294

III. SECTION 214 AUTHORIZATIONS

The following applications for consent to the transfer of control of international Section 214 authorizations held by wholly-owned subsidiaries of ALLTEL have been assigned the file numbers listed below.

<u>File No.</u>	<u>Authorization Holder</u>	<u>Authorization Number</u>
ITC-T/C-20070606-00215	ALLTEL Communications, Inc.	ITC-214-19960404-00138
ITC-T/C-20070606-00216	Kin Network, Inc.	ITC-214-19970219-00097
ITC-T/C-20070606-00217	Western Wireless LLC	ITC-214-20010427-00254

The Applicants also have filed an application for consent to transfer control of Kin Network, Inc.'s ("Kin Network's") domestic Section 214 authorization to Atlantis in connection with the transaction described above. The application is attached to the above-referenced application for consent to the transfer of control of Kin Network's international Section 214 authorization to Atlantis.⁵ Applicants do not request streamlined processing of the international or domestic Section 214 applications because they will be reviewed as part of a larger transaction not subject to streamlined treatment.⁶

IV. EX PARTE STATUS OF THIS PROCEEDING

Pursuant to Section 1.1200(a) of the Commission's rules,⁷ the Commission may adopt modified or more stringent *ex parte* procedures in particular proceedings if the public interest so requires. We

⁴ Because ALLTEL does not control these licensees, the Applicants were unable to initiate a Form 603 filing for these applications in ULS. Thus, this application was filed manually with a request for waiver of the ULS electronic filing requirement, pursuant to section 1.913(b) of the Commission's rules. 47 C.F.R. § 1.913(b). We grant the Applicants' request for waiver of the ULS electronic filing requirement.

⁵ See Kin Network, Inc. International Section 214 Application, FCC File No. ITC-T/C-20070606-00216, Attachment 1 at 3-4.

⁶ *Id.* at 4.

announce that this proceeding will be governed by permit-but-disclose *ex parte* procedures that are applicable to non-restricted proceedings under Section 1.1206 of the Commission's rules.⁸

Parties making oral *ex parte* presentations are directed to the Commission's statement reemphasizing the public's responsibility in permit-but-disclose proceedings and are reminded that memoranda summarizing the presentation must contain the presentation's substance and not merely list the subjects discussed.⁹ More than a one- or two-sentence description of the views and arguments presented is generally required.¹⁰ Other rules pertaining to oral and written presentations are set forth in Section 1.1206(b) as well.¹¹ We urge parties to use the Electronic Comment Filing System ("ECFS") to file *ex parte* submissions.¹²

V. GENERAL INFORMATION

The transfer of control applications referenced herein have been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Final action on these applications will not be taken earlier than thirty-one days following the date of this Public Notice.¹³

Interested parties must file petitions to deny no later than July 25, 2007. Persons and entities that file petitions to deny become parties to the proceeding. They may participate fully in the proceeding, including seeking access to any confidential information that may be filed under a protective order, seeking reconsideration of decisions, and filing appeals of a final decision to the courts. Oppositions to such pleadings must be filed no later than August 6, 2007. Replies to such pleadings must be filed no later than August 13, 2007. All filings concerning matters referenced in this Public Notice should refer to DA 07-2794 and WT Docket No. 07-128, as well as the specific file numbers of the individual applications or other matters to which the filings pertain.

Under the Commission's current procedures for the submission of filings and other documents,¹⁴ submissions in this matter may be filed electronically (*i.e.*, through ECFS) or by hand delivery to the Commission's Massachusetts Avenue location.

⁷ 47 C.F.R. § 1.1200(a).

⁸ *Id.* § 1.1206.

⁹ See Commission Emphasizes the Public's Responsibilities in Permit-But-Disclose Proceedings, *Public Notice*, 15 FCC Rcd 19945 (2000).

¹⁰ See 47 C.F.R. § 1.1206(b)(2).

¹¹ *Id.* § 1.1206(b).

¹² See discussion *infra* Part V.

¹³ See 47 U.S.C. § 309(b).

¹⁴ See Implementation of Interim Electronic Filing Procedures for Certain Commission Filings, *Order*, 16 FCC Rcd 21483 (2001); see also FCC Announces a New Filing Location for Paper Documents and a New Fax Number for General Correspondence, *Public Notice*, 16 FCC Rcd 22165 (2001); Reminder: Filing Locations for Paper Documents and Instructions for Mailing Electronic Media, *Public Notice*, 18 FCC Rcd 16705 (2003).

- **If filed by ECFS,**¹⁵ comments shall be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. In completing the transmittal screen, commenters should include their full name, Postal Service mailing address, and the applicable docket number. Parties may also submit an electronic comment by Internet e-mail. To get filing instructions for e-mail comments, commenters should send an e-mail to ecfs@fcc.gov, and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.
- **If filed by paper,** the original and four copies of each filing must be filed by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (although we continue to experience delays in receiving U.S. Postal Service mail). The Commission's contractor, Natek, Inc., will receive hand-delivered or messenger-delivered paper filings for the Commission's Secretary at 236 Massachusetts Avenue, N.E., Suite 110, Washington, D.C. 20002. The filing hours at this location are 8:00 a.m. to 7:00 p.m. All hand deliveries must be held together with rubber bands or fasteners. Any envelopes must be disposed of before entering the building. Commercial overnight mail (other than U.S. Postal Service Express Mail and Priority Mail) must be sent to 9300 East Hampton Drive, Capitol Heights, MD 20743. U.S. Postal Service first-class mail, Express Mail, and Priority Mail should be addressed to 445 12th Street, S.W., Washington, D.C. 20554. All filings must be addressed to the Commission's Secretary, Office of the Secretary, Federal Communications Commission.

One copy of each pleading must be delivered electronically, by e-mail or facsimile, or if delivered as paper copy, by hand or messenger delivery, by commercial overnight courier, or by first-class or overnight U.S. Postal Service mail (according to the procedures set forth above for paper filings), to: (1) the Commission's duplicating contractor, Best Copy and Printing, Inc., at FCC@BCPIWEB.COM or (202) 488-5563 (facsimile); (2) Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at erin.mcgrath@fcc.gov or (202) 418-7447 (facsimile); (3) Susan Singer, Spectrum and Competition Policy Division, Wireless Telecommunications Bureau, at susan.singer@fcc.gov or (202) 418-7447 (facsimile); (4) Linda Ray, Broadband Division, at linda.ray@fcc.gov or (202) 418-8188 (facsimile); (5) David Krech, Policy Division, International Bureau, at david.krech@fcc.gov or (202) 418-2824 (facsimile); (5) Susan O'Connell, Policy Division, International Bureau, at susan.oconnell@fcc.gov or (202) 418-2824 (facsimile); (6) Jodie May, Competition Policy Division, Wireline Competition Bureau, at jodie.may@fcc.gov or (202) 418-1413 (facsimile); and (8) Neil Dellar, Office of General Counsel, at neil.dellar@fcc.gov or (202) 418-1234 (facsimile).

Copies of the applications and any subsequently-filed documents in this matter may be obtained from Best Copy and Printing, Inc. in person at 445 12th Street, S.W., Room CY-B402, Washington, D.C. 20554, via telephone at (202) 488-5300, via facsimile at (202) 488-5563, or via e-mail at FCC@BCPIWEB.COM. The applications and any associated documents are also available for public inspection and copying during normal reference room hours at the following Commission office: FCC Reference Information Center, 445 12th Street, S.W., Room CY-A257, Washington, D.C. 20554. The applications are also available electronically through the Commission's ECFS, which may be accessed on the Commission's Internet website at <http://www.fcc.gov>. In addition, applications filed under Parts 22, 24, 90, and 101 of the Commission's rules are available electronically through ULS, which may be accessed on the Commission's Internet website. Additional information regarding the transaction will be available on the FCC's Office of General Counsel's website, <http://www.fcc.gov/ogc>, which will contain

¹⁵ See Electronic Filing of Documents in Rulemaking Proceedings, GC Docket No. 97-113, *Report and Order*, 13 FCC Rcd 11322 (1998).

a fully indexed, unofficial listing and electronic copies of all materials in this docket. Alternate formats of this public notice (computer diskette, large print, audio recording, and Braille) are available to persons with disabilities by contacting Brian Millin at (202) 418-7426 (voice), (202) 418-7365 (TTY), or by sending an e-mail to access@fcc.gov.

For further information, contact Erin McGrath, Mobility Division, Wireless Telecommunications Bureau, at (202) 418-2042.

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